

# BY-LAWS FOR THE SAN ANTONIO HEALTHY START CONSORTIUM



**¡Vamos juntos! To a bright tomorrow**

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## **BY-LAWS FOR THE SAN ANTONIO HEALTHY START CONSORTIUM**

### **PREAMBLE**

San Antonio Healthy Start is a federally funded initiative based on the premise that community-driven strategies are needed to attack the causes of infant mortality and low birth weight, especially among high-risk populations. The hallmark of this federal initiative is the development and mobilization of strong community coalitions of consumers, providers, local and State governments, the private sector, schools, and neighborhood organizations to improve perinatal health care and birth outcomes for women, infants, and families.

San Antonio Healthy Start, as a recipient of federal funds, is mandated to assure the availability of the following core services and activities for the perinatal population in the target communities of San Antonio: consortium, outreach, case management, health education, and a local health system action plan.

### **Mission Statement**

The mission of the San Antonio Healthy Start Consortium is to provide a means for the San Antonio community to work together to eliminate barriers deterring access by pregnant women, infants, mothers, women of childbearing age, and parenting families, within Bexar County, to systems of quality, comprehensive perinatal care and support services.

### **Vision Statement**

Pregnant women, infants, mothers, women of childbearing age, and parenting families in Bexar County have unimpeded access to the quality care and support they need to birth healthy babies and raise resilient families.

## **ARTICLE 1: CONSORTIUM AND GRANTEE RELATIONSHIP**

The San Antonio Metropolitan Health District is the grantee for San Antonio Healthy Start. It is responsible for administering the federal initiative and is accountable for the awarded funds. It has primary responsibility for monitoring the progress of the initiative towards its goals. It hires or contracts the San Antonio Healthy Start staff who implement the program on a daily basis and who prepare and submit all required reports and continuation applications.

The grantee assures that the comprehensive plan developed by San Antonio Healthy Start reflects the needs of the designated San Antonio target communities and that San Antonio constituents are stakeholders in the success and administration of the program.

## **ARTICLE II: ROLE OF THE CONSORTIUM**

### **Section 1. Role as Advisor**

The Consortium is primarily the advisory body to San Antonio Healthy Start. The Consortium's role is to make recommendations to San Antonio Healthy Start for its consideration and implementation, relative to its mission and goals.

### **Section 2. Function**

The Consortium's function includes, but is not limited to:

- Acting as a forum for community-wide advocacy for systems and policy changes that impact perinatal services, birth outcomes and parenting efforts.
- Acting as an arena for agencies to collaborate to integrate services for pregnant women, infants and families, women of childbearing age, and parenting males/females.
- Providing advice and support for data collection, monitoring, evaluating, and disseminating public information.
- Identifying and assisting in the acquisition of external resources to enhance services available to San Antonio Healthy Start consumers.

## **ARTICLE III: STRUCTURE OF THE CONSORTIUM**

### **Section 1. Multi-level Structure**

- The Consortium will have a multi-level structure to include the Executive Council, and six (6) standing committees designated as: (a) Community Outreach, (b) Maternal and Infant Services and Support, (c) Maternal Mental Wellness, (d) Health Education, (e) Data Collection and Evaluation, and (f) Consumer Advocacy.
- The Consortium will provide for local community and consumer participation in every aspect of its structure including, but not limited to, leadership roles in consortium standing committees, task forces and the Executive Council. Consumer involvement will be fostered and nurtured through the Consumer Advocacy Committee.
- An organizational chart will depict the relationships between the Consortium, the Consortium's functional components, and San Antonio Healthy Start. (By-laws, p.18)
- Task forces will be created as needed to accomplish non-recurring objectives of the Consortium. The Chairperson of the Executive Council will appoint the membership of task forces and they will operate until specific assignments are completed.

The status of each task force will be reviewed on an annual basis by the Executive Council and it may vote to dissolve a task force as conditions warrant. Each task force will report to the Chairperson of the Executive Council or such other member of the Council as designated by the Chairperson.

- Ad hoc committees will be created to focus on the immediate operational needs of the Consortium and the Executive Council. The Chairperson of the Executive Council will appoint the membership of ad hoc committees.

The status of each ad hoc committee will be reviewed on an annual basis by the Executive Council and it may vote to dissolve such as conditions warrant. Each ad hoc committee will report to the Chairperson of the Executive Council or such other member of the Council as designated by the Chairperson.

### **Section 2. The Executive Council**

- The function of the Executive Council is to carry out the mandate of the Consortium and to act on its behalf. This includes, but is not

limited to, recommending changes, based on the findings of the Consortium, in the public and/or private systems of perinatal care and support in Bexar County in order to assure healthier birth outcomes and more resilient families.

The Executive Council will have the authority to act in the absence of the entire Consortium membership.

### **Section 3. The Community Outreach Committee**

- The function of the Community Outreach Committee is to increase consumer awareness of the range of perinatal and family services available to them through San Antonio Healthy Start, its Coalition partners, and other Bexar County entities.
- The activities of the Community Outreach Committee will include maintaining active liaison with community volunteers, both individuals and organizations, who wish to donate time/resources to such activities as neighborhood sweeps and cultural events. Face-to-face interaction between community volunteers and target communities is essential for San Antonio Healthy Start to achieve more penetrating, culturally-sensitive contact with hidden pockets of eligible consumers who, for whatever reason, habitually avoid contact with public systems.

### **Section 4. Maternal and Infant Services and Support Committee**

- The function of the Maternal and Infant Services and Support Committee is to develop, promote, and sustain an active dialogue with the private and public systems of perinatal care and support in Bexar County concerning the scope and availability of services that pregnant women and teenagers, infants, mothers, women of childbearing age and parenting males/females can access.
- The Maternal and Infant Services and Support Committee is tasked with: (1) identifying and reporting to the Executive Council those aspects of systems entry that are problematic for the target population and contribute to disparities in service access, (2) making recommendations, for the consideration of the Executive Council, on strategies to eliminating barriers or increase systems' effectiveness, and (3) providing a means through which creative intra-agency collaboration and support can be explored and effected in order to better service the community-at-large.

### **Section 5. The Maternal Mental Wellness Committee**

- The function of the Maternal Mental Wellness Committee is to develop, promote, and sustain active dialogue with the private and

public systems of maternal mental wellness and support in Bexar County concerning the scope and availability of services and support pregnant women and teenagers, infants, mothers, women of child bearing age and parenting males/females can access.

- The Maternal Mental Wellness Committee is tasked with: (1) identifying and reporting to the Executive Council those aspects of systems entry that are problematic for the target population and contribute to disparities in service access, (2) making recommendations, for the consideration of the Executive Council, on strategies to eliminate barriers to service or to increase systems' effectiveness, and (3) providing a means through which creative intra-agency collaboration and support can be explored and effected in order to better service consumers.

## **Section 6. The Health Education Committee**

- The function of the Health Education Committee is to develop, promote, and sustain an active health education presence in the target communities. The goal is to increase the awareness of health-behaviors pregnant women and teenagers, infants, mothers, women of child bearing age and parenting males/females can adopt in order to promote healthy birth outcomes and more resilient families.
- The Health Education Committee is tasked with: (1) identifying and reporting to the Executive Council those aspects of community health education that are incomplete, culturally inappropriate for the diversity of the target population, and/or noncontributory to ethically informed decision-making, (2) making recommendations, for the consideration of the Executive Council, on strategies to improve community health education, and (3) providing a means through which creative intra-agency collaboration and support can be explored and effected in order to better serve consumers.

## **Section 7. The Data Collection and Evaluation Committee**

- The function of the Data Collection and Evaluation Committee is to develop, promote, and sustain a system of communication for sharing aggregate demographic health data reflecting the status of pregnant women and teenagers, infants, mothers, women of child bearing age and parenting males/females in Bexar County. The purpose of a shared communication system is to ensure open access to information that can be used by the community-at-large for developing and improving perinatal systems of care and support.



- The Data Collection and Evaluation Committee is tasked with (1) supporting an annual, formal evaluation of San Antonio Healthy Start, (2) providing the Executive Council with reports on indicators of the Consortium's success in overcoming disparities in accessing systems of quality perinatal care and support in the targeted San Antonio communities, and (3) providing a means through which creative intra-agency collaboration and support can be explored and effected in order to better service the community-at-large.

## **Section 8. The Consumer Advocacy Committee**

- The function of the Consumer Advocacy Committee is to develop, promote, and sustain active participation of consumers in all aspects of the Consortium's activities. The Consumer Advocacy Committee will: (1) engage in vigorous recruitment of new consumers for participation in the Consortium, (2) provide a sheltered workshop environment in which new members can be mentored to adopt the role of change advocate, (3) encourage and support members to seek appointment to the standing committees and Executive Council, when ready to assume these responsibilities, and (4) support members in making their voice heard by communications (written or oral) to standing committees, task forces, Executive Council, and the Consortium membership-at-large.

## ARTICLE IV: CONSORTIUM MEMBERSHIP

### Section 1. Equal Opportunity

- Membership and opportunities for leadership in the Consortium will be open to all individuals and organizations. There will be no discrimination for reasons of religion, age, race or color, gender, marital status, sexual orientation, disability, national origin, socioeconomic status, or legal residency.

### Section 2. Classes of Membership

- The Consortium will have three classes of membership. Classes of membership are mutually exclusive. To be considered an official member of the San Antonio Healthy Start Consortium each member must be enrolled, and attested by signature, on the membership roster maintained by the Secretary of the Executive Council.
- Each person/organizational entity is entitled to cast one vote in San Antonio Healthy Start elections. The name of the member must be listed on the membership roster on the date of the scheduled election.

#### (a) Individual Consumer

Eligibility. *Individual consumer membership* will be open to any consumer who lives and receives perinatal health care and support services within Bexar County. Consumers are further classified as:

- (i) *Current* - actively participating in a system of perinatal healthcare or support services.
- (ii) *Potential*- future participant in a system of perinatal healthcare or support services.

#### (b) Individual Provider

Eligibility. *Individual provider membership* will be open to any professional who independently provides perinatal healthcare and support services within Bexar County, for example a physician, or a faculty member of an institution offering education in the area of perinatal care, service and support, e.g. nursing instructor, social worker.

#### (c) Organizational Entity

Eligibility. *Organizational membership* will be open to any public and private organization within Bexar County. Organizational membership is further classified as:

- (i) *Provider of perinatal services*, such as a health care facility
- (ii) *Provider of support services*, such as a social service agency or case management agency
- (iii) *Provider of healthcare education service* such as found in academic institutions or school districts.

- (iv) *Provider of goods and services* destined for the consumer described in this document.

**Section 3. Dues**

At no time will dues be levied as a condition of Consortium membership, participation or suffrage.

## **ARTICLE V: THE EXECUTIVE COUNCIL**

### **Section 1. Membership of the Executive Council**

The Executive Council will consist of eleven (11) seats:

- Five seats will be designated for Executive Council Officers. Four of the five seats will be committed to fulfilling the roles outlined in Section 2 of this Article. One seat on the Executive Council will be filled by the Healthy Start Program Manager as the representative of the grantee agency.
- Six seats will be designated for Executive Council Members. These seats will be occupied by the Chairpersons of the six standing committees – Section 1, ARTICLE III.
- Ten of the Executive Council seats will be elected by eligible voting Consortium members at the annual meeting when through rotation, or other reason, vacancies occur.

### **Section 2. Executive Council Members**

- Chairpersons of the six Consortium standing committees will occupy seats on the Executive Council designated for Executive Council Members.
- If eligible voters elect a standing committee chairperson to occupy a vacant Executive Council Officer seat, he/she will be required to relinquish the standing committee chair. The eligible voters will then be required to elect a replacement chairperson for that standing committee.

### **Section 3. Executive Council Officers**

- Four of the Officers of the Consortium's Executive Council will hold the seats of: Chairperson, Vice-Chairperson, Treasurer, and Secretary.
- Officers of the Council must have had previous Council, or standing committee experience as either an elected or appointed official.

The Duties of the Officers are as follows:

- The Chairperson:

Will preside over all meetings and will prepare an agenda to be mailed, by the Secretary, to the appropriate membership audience together with a notice of meeting. He/She will stay abreast of the general affairs of San Antonio Healthy Start by consulting, prior to each Council session and Annual and Quarterly Consortium Meetings, with the Project Manager and/or Grantee Agency representative. The Chairperson will appoint with the advice and

consent of directors, the members of all committees, except as otherwise specified in these by-laws.

- The Vice Chairperson:

Will have the powers to perform the duties of the Chairperson during his/her absence or inability to act, and will have other duties as the Council designates.

- The Secretary:

Will attend and record minutes of all Executive Council Meetings, and Annual and Quarterly Consortium meetings and will attest to same by signature. He/she will assume responsibility for the notification of meetings, mailing of agenda, and forwarding minutes of the previous meeting to appropriate Council members/ Consortium membership-at-large at least ten days prior to regularly scheduled meetings. In addition, he/she will disperse copies of all pertinent information on issues scheduled for discussion or vote by the Executive Council or Consortium membership-at-large.

- The Treasurer:

Will receive and present the status of the San Antonio Healthy Start budget at each regular meeting of the Executive Council and at any other time requested by the Chairperson of the Executive Council.

### **Section 3. Term of Office**

- The term of office for the four Executive Council Officers and six Executive Council Members of the San Antonio Healthy Start Consortium will be three years with staggered expiration dates.
- The Project Manager of San Antonio Healthy Start will occupy the seat of the 5<sup>th</sup> Executive Council Officer for the duration of the Consortium's viability.
- To implement a staggered expiration policy, the terms of initial members elected at the annual meeting in 2002 will be designated as follows, one-third will serve a one-year term, one-third will serve a two-year term and the final third will serve a three-year term.
- Consortium Members who are entitled to vote will elect ten members of the Executive Council in accordance with the procedures documented in Section 2 and 3 of ARTICLE VI .
- At any meeting of the Council, any Officer or Member of the Council, other than the Project Manager as representative of the grantee agency, may be removed for due cause. Due cause is defined as clear evidence of failure to fulfill the duties of an Officer or Member of the Executive Council in an ethically or legally abiding manner.



## **ARTICLE VI: NOMINATIONS AND ELECTIONS**

### **Section 1. Preparing Slate of Candidates**

The Program Manager of San Antonio Healthy Start, with the advice and consent of the Executive Council, will charge the immediate past Chairperson of the Executive Council with the following responsibilities:

- To secure a slate of candidates from the consortium membership to fill the vacant/vacating positions of Officers and Members of the Executive Council. (Members of the Executive Council also occupy the seat of Chair of a standing committee.) This slate will be approved by the current Executive Council.
- To prepare and arrange dissemination of secret ballots to all members of the Consortium-at-large who are entitled to vote in the election of Officers and Members of the Executive Council.
- To oversee the general election procedures so that the results of the selection may be made known at the Consortium's annual membership meeting.
- To ensure that the ballots sent to Consortium members clearly communicate the rules of the election procedure as outlined in these Articles.

### **Section 2. Mailing of Secret Ballots**

- The secret ballots will be mailed to all members entitled to vote, who are on the membership roster, as described in Section 2, ARTICLE IV on the date announced by the Executive Council for the election.
- The secret ballot will be sent via mail between September 1 and October 1 of each year commencing in 2002. The secret ballot will be deemed to be delivered when deposited in the United States mail with postage prepaid and address as it appears on the records of the Consortium.

### **Section 3. Election**

- Each candidate for membership in the Executive Council will be deemed to be elected if he/she receives a plurality of the votes cast; provided, however, that at least 10% of the membership entitled to vote returned their ballots.
- In case of a tie, a run off election will take place between the candidates receiving the highest number of votes. Run off elections will follow the same procedures as the regular election, with ballots mailed within 60 days of the initial tabulated results.
- In the event that a Chairperson of a subcommittee is elected to a vacant Executive Council Officer seat the rule requiring him/her to

relinquish the role of Chairperson, as outlined in Section 2, ARTICLE V, will be evoked.

#### **Section 4. Vacancies**

- If the office of any Executive Council Officer becomes vacant by reason of death, resignation, removal or for any other reason, the Executive Council will elect an interim Officer from the six Executive Council Members, at any meeting of the Council. The interim Executive Council Officer will serve until the next general election at which time the vacancy will be filled by the voting Consortium membership.
- If the office of any Executive Council Member becomes vacant by reason of death, resignation, removal, election to Executive Council Officer seat, or for any other reason, the Executive Council will fill the office with an interim Member selected from the membership of the same standing committee. The interim Executive Council Member will serve until the next general election at which time the vacancy will be filled by the voting Consortium membership.



## **ARTICLE VII: PARLIAMENTARY PROCEDURE**

### **Section 1. Rules of Order**

The most recent edition of Robert's Rules of Order will be used as a guide to parliamentary procedure.

### **Section 2. Meetings**

- A list of scheduled meetings will be maintained by the Secretary of the Executive Council and available for review upon request.
- All members of standing committees and the Executive Council will receive personal notification of dates, time, and location of pending meetings at least 10 days in advance.
- All meetings, unless otherwise designated, will be "open" to the Consortium-at-large and members of the public. A "closed session" will be used infrequently and only for the purpose of discussing/resolving an issue that requires such a level of confidentiality.

### **Section 3. Minutes**

- Minutes will be kept of all Consortium meetings, prepared by the Secretary or designee, and will list the name, agency and/or other identification of attendees present at the start of the meeting.
- Minutes will be signed and dated by the Secretary/designee.
- Minutes of the last meeting will be distributed to attendees with notification of the upcoming meeting.
- Minutes of all open meetings will be available for review by Consortium members, upon request. Minutes of closed meetings will remain sealed to public scrutiny.

### **Section 4. Quorum and Voting**

- One third of standing committee members must be present to constitute a quorum.
- One third of the Executive Council Members and Executive Council Officers must be present to constitute a quorum.
- A majority vote of the members at any meeting of the Consortium in which a quorum is manifested will be considered to be the act of that meeting.
- Each member will have one (1) vote, as discussed in Section 2, ARTICLE IV.
- Voting at regular meetings will be by show of hand, voice, or secret ballot. No absentee ballots or proxy voting is permitted.
- Voting at annual elections will be done by secret ballot.

### **Section 5. Conflict of Interest**

This provision is written to protect the integrity of San Antonio Healthy Start Consortium and cooperating agencies and institutions.

Conflict of interest will be revealed by all consortium members, in writing, and will require abstaining from voting on matters where the member has a significant financial interest or a consulting agreement.

Conflict of interest may include transmission, for personal or professional gain, information that would not be generally made available as well as use/unauthorized use of privileged information acquired in connection with San Antonio Healthy Start. Conflict of interest also covers the acceptance of gratuities or special favors from community groups or subcontractors, under circumstances that might reasonably be interpreted as an attempt to influence the community group or subcontractor in the conduct of their duties.

The term “privileged information” includes, but is not limited to knowledge of: (a) anticipated budget actions, (b) forthcoming selection of subcontractors or community groups competing for project funding, (c) information known in advance of official announcements, (d) negotiations of subcontractors or community groups with which the Consortium member has a significant relationship.

Violation of this conflict of interest provision shall be just cause for the removal of the member from the Consortium.

## Organizational Chart of San Antonio Healthy Start Consortium

